

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY / **LEASING COMPANY**
DIVISION

8478-T
H-U

RECORDATION NO. *8478-21* Filed 1425
No. 4-353A056
Date DEC 18 1984 DEC 18 1984 - 2:05 PM
Fee \$ 20.00
INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

DEC 18 1984 - 2:05 PM
INTERSTATE COMMERCE COMMISSION

November 15, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Second Amendment to Security Agreement and Assignment ("Amendment") and five fully executed counterparts of each of an Assignment of Lease ("Assignment"), dated as of November 15, 1984. The parties to the Amendment are:

Debtor: Evans Railcar Leasing Company
The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank
380 Madison Avenue
New York, New York 10017

The parties to the Assignment are:

Assignor: Evans Railcar Leasing Company
The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Camille J. Kornblum

Secretary
Interstate Commerce Commission

November 15, 1984
Page Two

Assignee: Chemical Bank
380 Madison Avenue
New York, New York 10017

A description of the equipment being deleted pursuant to the Amendment is attached hereto as Exhibit A and a description of the equipment being added by the Amendment is attached hereto as Exhibit B; the assignment being amended by the Amendment is that certain Assignment of Lease dated as of March 1, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-K. The lease being assigned by the Assignment is that certain Railroad Equipment Lease dated as of November 6, 1984 by and between Assignor and the Southern Pacific Transportation Company.

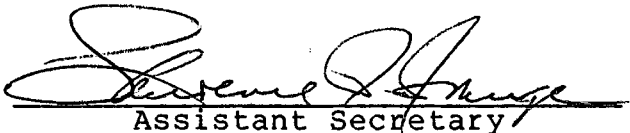
The enclosed Amendment and Assignment relate to that certain Security Agreement dated as of August 1, 1976 and recorded with Interstate Commerce Commission on September 15, 1976 as ICC Recordation No. 8478. Accordingly, we request that the Supplemental Agreement and Assignments be filed as subfilings under that number.

Enclosed herewith is a check in the amount of \$20.00 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment and Assignment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosures

DELETED COLLATERAL

<u>ISSUE AG</u>									
<u>ETC LOT</u>	<u>CAR TYPE</u>	<u>QTY</u>	<u>LESSEE</u>	<u>CAR NUMBERS</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE #</u>	<u>SCHEDULE DATE</u>	<u>LEASE TERM</u>	<u>RENTAL</u>
1373-00	Refrig. RBL	13	Miller Brewing Company	ARM# 787022 787025-787031 787033-787035 787046,787052	03/21/75, as amended	-	-	MTM	337.50
1373-00	Refrig. RDL	48	Lease Pool	ARM# 787020-787021 787023-787024 787032 787036-787045 787047-787051 787053-787080	-	-	-	-	-

EXHIBIT B

ADDED COLLATERAL

<u>ETC LOT</u>	<u>CAR TYPE</u>	<u>QTY</u>	<u>LESSEE</u>	<u>CAR NUMBERS</u>	<u>LEASE DATE</u>	<u>LEASE TERM</u>
2091-01	Refrig RBL	61	Southern Pacific Transportation Company	USLX 13550- 13610, both inclusive	11/6/84	month to month

Interstate Commerce Commission
Washington, D.C. 20423

12/18/84

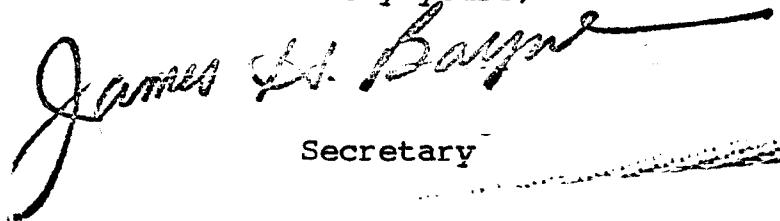
OFFICE OF THE SECRETARY

Ronald M. Neifield
Rosenthal & Schanfield
55 East Monroe St. Suite 4620
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/18/84 at 2:05pm and assigned re-recording number(s). 8478-T & 8478-U

Sincerely yours,


Secretary

Enclosure(s)

DEC 18 1984 -2 02 PM

8478-T

INTERSTATE COMMERCE COMMISSION
SECOND AMENDMENT TO SECURITY AGREEMENT AND ASSIGNMENT

SECOND AMENDMENT TO SECURITY AGREEMENT AND ASSIGNMENT dated as of November 15, 1984 is by and between Evans Railcar Leasing Company, an Illinois corporation ("Debtor"), successor by name change to United States Railway Leasing Company, and Chemical Bank, a New York banking corporation ("Secured Party").

WITNESSETH, that

WHEREAS, Debtor has heretofore executed and delivered to Secured Party that certain Security Agreement dated as of August 1, 1976 and recorded with the Interstate Commerce Commission ("ICC") on September 15, 1976 as Recordation No. 8478 (the "Original Security Agreement"), to secure Debtor's 10-1/2% Equipment Promissory Note, Issue AG, dated September 15, 1976, payable to the order of Secured Party in the original principal amount of \$10,000,000.00 (the "Note"); and

WHEREAS, the Debtor and Secured Party (together the "Parties") entered into that certain Supplemental Agreement dated as of March 31, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-H (the "First Supplement"); and

WHEREAS, the Parties entered into that certain Supplemental Agreement dated as of October 20, 1982 and recorded with the ICC on November 29, 1982 as Recordation No. 8478-M (the "Second Supplement"); and

WHEREAS, the Parties entered into that certain Supplemental Agreement dated as of August 1, 1983 and recorded with the ICC on January 19, 1984 as Recordation No. 8478-Q (the "Third Supplement"); and

WHEREAS, the Parties entered into that certain Partial Release of Security Agreement dated as of August 31, 1984 and recorded with the ICC on October 9, 1984 as Recordation No. 8478-R (the "Partial Release"); and

WHEREAS, the Parties entered into that certain First Amendment to Security Agreement and Assignments dated as of September 1, 1984 and recorded with the ICC on October 29, 1984 as Recordation No. 8478-S (the "First Amendment," and together with the Original Security Agreement, the First Supplement, the Second Supplement, the Third Supplement, and the Partial Release collectively hereinafter called the "Agreement"); and

WHEREAS, as additional security for Debtor's obligations under the Note and pursuant to the Agreement, Debtor executed, inter alia, that certain Assignment of Lease dated

as of March 31, 1981 and recorded with the ICC on July 6, 1981 as Recordation No. 8478-K (the "Allied Chemical Assignment"); and

WHEREAS, the Parties desire to amend Schedule 1 to the Agreement in order to reflect changes in the car reporting marks of certain of the Cars (as defined in the Agreement) and the lessee under a Lease (as defined in the Agreement) and amend and correct the Allied Chemical Assignment as hereinafter provided.

NOW, THEREFORE, in consideration of the premises herein contained and of \$10.00 and other good and valuable consideration paid by Debtor to Secured Party, the receipt and sufficiency of which are hereby acknowledged, the Parties agrees as follows:

AGREEMENT

1. Schedule 1 to the Agreement is hereby amended by deleting therefrom the Cars and Lease listed on Exhibit A hereto.

2. Schedule 1 to the Agreement is hereby amended by adding thereto the Cars and Lease listed on Exhibit B hereto.

3. The Allied Chemical Assignment, as amended by the First Amendment, is hereby amended by deleting from the first paragraph of the Recitals the words "November 3, 1980," and substituting therefor the words "March 22, 1978."

4. Except as hereby amended the Agreement and the Allied Chemical Assignment remain in full force and effect, and the Agreement and the Allied Chemical Assignment, as hereby amended, are ratified, confirmed and approved.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be executed by their respective authorized officers as of the date first above written.

CHEMICAL BANK

By: Paul Sitzgrud
Vice President

EVANS RAILCAR LEASING COMPANY

By: William M. Seayton
Vice President

STATE OF New York)
) SS
COUNTY OF New York)

I, Jeffrey B. Reitman, a Notary Public in and for the County and State aforesaid, do hereby certify that Paul Fitzgerald Vice President of Chemical Bank ("Bank"), a New York banking corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 27 day of November, 1984.

Jeffrey B. Reitman
Notary Public

My Commission Expires:

JEFFREY B. REITMAN
Notary Public, State of New York
No. 52-8542125
Qualified in Suffolk County
Commission Expires March 30, 1986

STATE OF)
) SS
COUNTY OF)

I, Janette C. Benedetti, a Notary Public in and for the County and State aforesaid, do hereby certify that William B. Peyton, Vice President of Evans Railcar Leasing Company, an Illinois corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 7th day of December, 1984.

Janette C. Benedetti
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987

EXHIBIT A

DELETED COLLATERAL

<u>ISSUE AG</u>									
<u>ETC LOT</u>	<u>CAR TYPE</u>	<u>QTY</u>	<u>LESSEE</u>	<u>CAR NUMBERS</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE #</u>	<u>SCHEDULE DATE</u>	<u>LEASE TERM</u>	<u>RENTAL</u>
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EXHIBIT B

ADDED COLLATERAL

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